

**MINTZ LEVIN
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GLOVSKY AND
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Robert E. Stup, Jr.

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May 30, 2003

VIA HAND DELIVERY AND ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

RE: CC Docket No. 00-257, Notification Regarding Acquisition of Customers

Dear Ms. Dortch:

C III Communications Operations, LLC ("C III Ops") hereby notifies the Commission pursuant to Section 64.1120(e)(1) of the Commission's rules (47 C.F.R. § 64.1120(e)(1)) of the impending transfer of the nationwide customer base and certain related assets from Broadwing Communications Services Inc. ("Broadwing-CSI") and Broadwing Telecommunications Inc. ("Broadwing-TI") to C III Ops and its parent company, C III Communications, LLC ("C III"), pursuant to an asset purchase agreement between the parties. The telecommunications services being provided to the customers being transferred include intrastate interexchange, interstate and private line telecommunications services. The transfer of the customer base will occur as soon as all the FCC and necessary state regulatory requirements are met.

C III Ops is a Delaware limited liability company wholly owned by C III, a privately held Delaware limited liability company. The majority and controlling owner of C III is Corvis Corporation ("Corvis"), a Delaware corporation. Broadwing-TI, a Delaware corporation, is a wholly owned subsidiary of Broadwing-CSI, also a Delaware corporation, which in turn is a wholly owned subsidiary of Broadwing Communications Inc., a Delaware corporation. Broadwing Communications, Inc. is a wholly owned subsidiary of Broadwing Inc., an Ohio corporation.

Attached please find a copy of the notices that are being sent to the affected subscriber base. Due to regulatory requirements, a separate notice is being sent to customers in Iowa and a separate notice is being sent to customers in Tennessee. All three types of notices are enclosed with this filing. Please also find a certification as required by Section 64.1120(e)(1) of the Commission's rules.

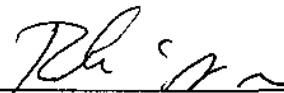
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

May 30, 2003

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Please include this notice and its attachments in the record of the above-referenced proceeding. An original and one (1) copy of this letter are submitted herewith. Please date stamp the enclosed return copy of this letter and return it in the envelope provided.

Very truly yours,

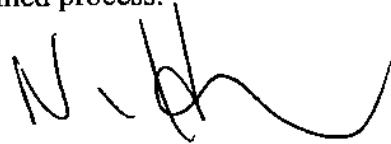
A handwritten signature in cursive script, appearing to read "R. Stup, Jr.", written over a horizontal line.

Robert E. Stup, Jr.
Counsel for C III Communications
Operations, LLC

Enclosures

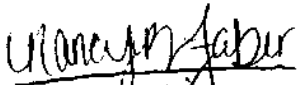
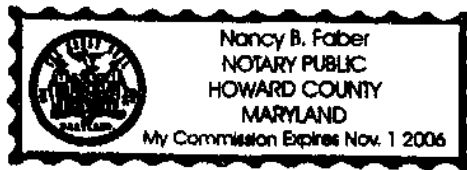
CERTIFICATION OF COMPLIANCE

On behalf of C III Communications Operations, LLC ("C III Ops"), a wholly owned subsidiary of C III Communications, LLC, with regard to C III and C III Ops' acquisition of the intrastate interexchange, interstate and private line telecommunications services customer base of Broadwing Communications Services Inc. and Broadwing Telecommunications Inc., I hereby certify compliance with the requirements of Section 64.1120(e) of the Commission's rules (47 C.F.R. § 64.1120(e)). This includes the advance subscriber notice requirements of Section 64.1120(e)(3) of the rules (47 C.F.R. § 64.1120(e)(3)) and the obligations specified in that notice, and with other statutory and Commission requirements that apply to this streamlined process.



Warren H. Mondschein
Assistant Secretary
C III Communications, LLC; C III
Communications Operations, LLC

Subscribed and sworn to before me
this 30 day of May, 2003.


Notary Public

**Customer Notice sent to customers nationwide, with the exception of
Iowa and Tennessee**



Broadwing Telecommunications, Inc.
C III Communications Operations, LLC (soon to be Broadwing Communications, LLC)

Date

Dear Long Distance Service Customer:

We are pleased to inform you that C III Communications Operations, LLC ("C III") is acquiring all the assets of Broadwing Telecommunications Inc., your current long distance service provider. Please rest assured that the acquisition will not affect the quality of your service and you do not need to do anything to continue your service. On or after June 30, 2003, C III will become your long distance carrier and Broadwing Telecommunications will cease providing long distance services. After the transfer, services will continue to be provided and billed to you under the Broadwing name. In fact, after obtaining all of the necessary regulatory approvals, C III will change its name to Broadwing Communications, LLC (the "New Broadwing").

The New Broadwing will continue to be run in the same manner and there will be no significant change in the services you enjoy. All of your calls will continue to be carried on the Broadwing network -- *The World's First Beautiful NetworkSM*. As a customer of the New Broadwing, you will continue to receive all the features, current rates and terms and conditions of service that you enjoy today. Consistent with current regulatory requirements, you will receive written notice in accordance with applicable state and federal law prior to any future changes in your terms and conditions of service. We are committed to making this transition as seamless as possible. You should not notice any change except the new invoices may include a new mailing address for payments. All customer service numbers and personnel will remain the same.

If you are satisfied with your current service and would like to remain in the Broadwing network, simply do nothing. If you do not select a new long distance provider before June 30, 2003, all customers receiving this notice will have their long distance service transferred to the New Broadwing regardless of whether the account has a preferred carrier freeze. To ensure that your preferred carrier freeze remains in effect after the transfer, we encourage you to contact your local carrier after the transfer to arrange a new preferred carrier freeze.

All customer service questions, before and after the transfer, can still be directed to (800) 422-1199. If you have any questions about the transfer please do not hesitate to call us or visit our website at www.broadwing.com.

We appreciate your business and looks forward to serving you in the years ahead.

Broadwing Communications – C III Communications Acquisition



Frequently Asked Questions

Will my rates or service change?

No, there will be no changes to rates, or to any of the terms and conditions of your service, as a result of this ownership change.

Will my bill change?

No, your bill will continue to come from Broadwing and will continue to arrive at the same time. No changes to your rates or bill cycle or payment terms will occur.

Who do I call if I have questions?

The same Broadwing personnel who have been taking care of your account will continue to do so. Our customer service number will remain (800) 422-1199 and additional information is available from our website: <http://www.broadwing.com>

What if I have a PIC Freeze on my account with the local provider?

A PIC Freeze is a designation with the local telephone company that requires you, the customer, to confirm any change of long distance provider. Many customers have a PIC freeze in place to prevent "Slamming", or their carrier being changed without their consent.

All current Broadwing customers will automatically migrate to the new company, regardless of whether they have a PIC freeze or not. After the transition is complete, you may want to call your local provider to reinstate your PIC freeze with the new Broadwing company.

Will Broadwing still be my long distance provider?

Yes, Broadwing will continue to be your long distance provider. The name will not change, but the ownership of the Broadwing company will change. The new owners, C III Communications, will assume the Broadwing name after the sale.

What does the word "transfer" mean?

It is purely a legal definition. At the time of 'transfer', all legal assets will move from one company to another. So on or after June 30th, Broadwing as a subsidiary of Cincinnati Bell will cease to exist. Simultaneously, Broadwing as part of C III will begin. The network, billing systems, call centers, and employees will all be seamlessly 'transferred' from the old company to the new without interruption.

Why did C III Communications buy Broadwing?

Broadwing represents an irresistible opportunity to enter into a \$200 billion market for communication services at a strategically compelling time period – the cost of entry is low, and the upside potential is significant. With Broadwing's cost structure and all-optical network, the partners of C III saw tremendous upside in Broadwing.

Customer Notice sent to customers in the State of Iowa



Broadwing Telecommunications, Inc.
C III Communications Operations, LLC (soon to be Broadwing Communications, LLC)

Date

Dear Long Distance Service Customer:

We are pleased to inform you that C III Communications Operations, LLC ("C III") is acquiring all the assets of Broadwing Telecommunications Inc., your current long distance service provider. Please rest assured that the acquisition will not affect the quality of your service and you do not need to do anything to continue your service. On or after June 30, 2003, C III will become your long distance carrier and Broadwing Telecommunications will cease providing long distance services. After the transfer, services will continue to be provided and billed to you under the Broadwing name. In fact, after obtaining all of the necessary regulatory approvals, C III will change its name to Broadwing Communications, LLC (the "New Broadwing").

The New Broadwing will continue to be run in the same manner and there will be no significant change in the services you enjoy. All of your calls will continue to be carried on the Broadwing network – *The World's First Beautiful Network*.SM As a customer of the New Broadwing, you will continue to receive all the features, current rates and terms and conditions of service that you enjoy today. Consistent with current regulatory requirements, you will receive written notice in accordance with applicable state and federal law prior to any future changes in your terms and conditions of service. We are committed to making this transition as seamless as possible. You should not notice any change except the new invoices may include a new mailing address for payments. All customer service numbers and personnel will remain the same.

If you are satisfied with your current service and would like to remain in the Broadwing network, simply do nothing. However, you do have the right to switch to another long distance carrier if you choose to do so, at no additional cost. If you do not select a new long distance provider before June 30, 2003, all customers receiving this notice will have their long distance service transferred to the New Broadwing, free of any charge, regardless of whether the account has a preferred carrier freeze. To ensure that your preferred carrier freeze remains in effect after the transfer, we encourage you to contact your local carrier after the transfer to arrange a new preferred carrier freeze.

All customer service questions, before and after the transfer, can still be directed to (800) 422-1199. If you have any questions about the transfer please do not hesitate to call us or visit our website at www.broadwing.com.

We appreciate your business and look forward to serving you in the years ahead.

Broadwing Communications – C III Communications Acquisition



Frequently Asked Questions

Will my rates or service change?

No, there will be **no changes** to rates, or to any of the terms and conditions of your service, as a result of this ownership change.

Will my bill change?

No, your bill will continue to come from Broadwing and will continue to arrive at the same time. No changes to your rates or bill cycle or payment terms will occur.

Who do I call if I have questions?

The same Broadwing personnel who have been taking care of your account will continue to do so. Our customer service number will remain (800) 422-1199 and additional information is available from our website: <http://www.broadwing.com>

What if I have a PIC Freeze on my account with the local provider?

A PIC Freeze is a designation with the local telephone company that requires you, the customer, to confirm any change of long distance provider. Many customers have a PIC freeze in place to prevent "Slamming", or their carrier being changed without their consent.

All current Broadwing customers will automatically migrate to the new company, regardless of whether they have a PIC freeze or not. After the transition is complete, you may want to call your local provider to reinstate your PIC freeze with the new Broadwing company.

Will Broadwing still be my long distance provider?

Yes, Broadwing will continue to be your long distance provider. The name will not change, but the ownership of the Broadwing company will change. The new owners, C III Communications, will assume the Broadwing name after the sale.

What does the word "transfer" mean?

It is purely a legal definition. At the time of 'transfer', all legal assets will move from one company to another. So on or after June 30th, Broadwing as a *subsidiary of Cincinnati Bell* will cease to exist. Simultaneously, Broadwing as *part of C III* will begin. The network, billing systems, call centers, and employees will all be seamlessly 'transferred' from the old company to the new without interruption.

Why did C III Communications buy Broadwing?

Broadwing represents an irresistible opportunity to enter into a \$200 billion market for communication services at a strategically compelling time period – the cost of entry is low, and the upside potential is significant. With Broadwing's cost structure and all-optical network, the partners of C III saw tremendous upside in Broadwing.

Customer Notice sent to customers in the State of Tennessee



Broadwing Telecommunications, Inc.
C III Communications Operations, LLC (soon to be Broadwing Communications, LLC)

Date

Dear Long Distance Service Customer:

We are pleased to inform you that C III Communications Operations, LLC ("C III") is acquiring all the assets of Broadwing Telecommunications Inc., your current long distance service provider. Please rest assured that the acquisition will not affect the quality of your service and you do not need to do anything to continue your service. On or after June 30, 2003, C III will become your long distance carrier and Broadwing Telecommunications will cease providing long distance services. After the transfer, services will continue to be provided and billed to you under the Broadwing name. In fact, after obtaining all of the necessary regulatory approvals, C III will change its name to Broadwing Communications, LLC (the "New Broadwing").

The New Broadwing will continue to be run in the same manner and there will be no significant change in the services you enjoy. All of your calls will continue to be carried on the Broadwing network – *The World's First Beautiful Network*SM. As a customer of the New Broadwing, you will continue to receive all the features, current rates and terms and conditions of service that you enjoy today. Consistent with current regulatory requirements, you will receive written notice in accordance with applicable state and federal law prior to any future changes in your terms and conditions of service. The New Broadwing will provide you with a thirty (30) day written notice of any rate increase that may affect your service up to ninety (90) days from the date of this transfer. We are committed to making this transition as seamless as possible. You should not notice any change except the new invoices may include a new mailing address for payments. All customer service numbers and personnel will remain the same.

If you are satisfied with your current service and would like to remain in the Broadwing network, simply do nothing. If you do not select a new long distance provider before June 30, 2003, all customers receiving this notice will have their long distance service transferred to the New Broadwing regardless of whether the account has a preferred carrier freeze. To ensure that your preferred carrier freeze remains in effect after the transfer, we encourage you to contact your local carrier after the transfer to arrange a new preferred carrier freeze.

All customer service questions, before and after the transfer, can still be directed to (800) 422-1199. If you have any questions about the transfer please do not hesitate to call us or visit our website at www.broadwing.com.

We appreciate your business and look forward to serving you in the years ahead.

Broadwing Communications – C III Communications Acquisition



Frequently Asked Questions

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Will my bill change?

No, your bill will continue to come from Broadwing and will continue to arrive at the same time. No changes to your rates or bill cycle or payment terms will occur.

Who do I call if I have questions?

The same Broadwing personnel who have been taking care of your account will continue to do so. Our customer service number will remain (800) 422-1199 and additional information is available from our website: <http://www.broadwing.com>

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Will Broadwing still be my long distance provider?

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